

Hearing Date and Time: June 21, 2007, 2007 10:00 a.m.
Objection Deadline: June 14, 2007 4:00 p.m

DLA PIPER US LLP
2000 University Avenue
East Palo Alto, CA 94303
(650) 833-2000
Amy Wallace Potter (213196)
Christie Branson (217926)

Corporate, Employment and Intellectual Property
Counsel for Debtor MobileAria, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

DLA PIPER US LLP, CORPORATE, EMPLOYMENT, AND INTELLECTUAL PROPERTY
COUNSEL FOR DEBTOR MOBILEARIA, INC.'S THIRD INTERIM APPLICATION FOR
ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE FOURTH INTERIM PERIOD FROM OCTOBER 1, 2006
THROUGH JANUARY 31, 2007 UNDER 11 U.S.C. §§ 330 AND 331

SUMMARY OF APPLICATION

Applicant's role in this case: Corporate, Employment, and Intellectual Property
Counsel for Debtor MobileAria, Inc.

Current Application:

Time Period:	10/1/06 through 1/31/07 (the "Application Period")
Fees Requested:	\$25,560.50
Expenses Requested:	\$3,960.93

Total Interim Request:	\$29,521.43
Monthly Fee Statements:	DLA Piper has been paid \$23,651.29 of its requested fees and expenses

DLA Piper US LLP ("DLA Piper"), corporate, employment, and intellectual property counsel to MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation ("Delphi") and a debtor and debtor-in-possession in the above-captioned cases (collectively with Delphi and certain of its U.S. subsidiaries and affiliates, the "Debtors") submits this Third Interim Application (the "Application"), pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2016-1, General Rule M-104 Re: Guidelines for Fees and Disbursements for Professionals in Southern District of New York Cases General Rule M-151 Re: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Cases (the "Local Guidelines") and the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals, entered on November 4, 2005, as supplemented (the "Interim Compensation Order"), for allowance and payment of interim compensation for professional services rendered to MobileAria and for reimbursement of expenses incurred in connection with such services for the fourth interim period from October 1, 2006 through January 31, 2007 (the "Application Period").

In support of this Application, DLA Piper respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure. Pursuant to the Local Guidelines, a certification of compliance is attached hereto as Exhibit "A."

BACKGROUND

3. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization on relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101-1330, as amended (the "Bankruptcy Code").

The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases. Substantially all of the assets of MobileAria have been sold.

4. No trustee or examiner has been appointed in the Debtors' cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (the "Equity Committee").

5. On November 16, 2006, the Court entered an Order Under 11 U.S.C. § 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment of DLA Piper as Corporate, Employment, and Intellectual Property Counsel to Debtor MobileAria, Inc. Nunc Pro Tunc to May 1, 2006 (the "Retention Order"). A copy of the Retention Order is attached hereto as Exhibit "B."

REQUEST FOR INTERIM COMPENSATION

6. By this Application, DLA Piper seeks an allowance of interim compensation and full payment, without any hold-back of fees, for professional services rendered during the Application Period in the amount of \$25,560.50. DLA Piper also requests reimbursement for actual and necessary expenses incurred by DLA Piper on MobileAria's behalf during the Application Period in the amount of \$3,960.93.

7. The Debtors have paid DLA Piper 80% of its fees 100% of its costs through December 31, 2006, totaling \$23,651.29. The Debtors have not yet paid DLA Piper for any of its fees and costs for January, 2007, leaving unpaid for this period total fees of \$5,712.10 and total expenses of \$158.04 (though DLA Piper expects that 80% of its fees and 100% of its costs for January, 2007 will have been paid prior to the June 21, 2007 hearing on this Application).

8. During the Application Period, DLA Piper's attorneys and paraprofessionals expended a total of 63.9 hours in the performance of necessary and critical services on behalf of MobileAria.

9. A schedule setting forth the total number of hours expended by each professional during the Application Period and his/her respective hourly billing rate is attached hereto as Exhibit "C."

10. Schedules setting forth the number of hours expended by partners, associates and paraprofessionals of DLA Piper in respect to discrete categories of services rendered to MobileAria, and their respective hourly billing rates, are attached hereto as Exhibit "C" and "D." While every effort has been made to categorize charges into discrete matters, many charges overlap and appropriately may be categorized into multiple matters.

11. A schedule specifying the nature and amount of expenses for which DLA Piper is seeking reimbursement is attached hereto as Exhibit "E."

12. DLA Piper is charging for its services in accordance with its hourly rates in effect on the dates the services were rendered and pursuant to the terms set forth in the Retention Application, as approved by the Retention Order.

13. There is no agreement or understanding between DLA Piper and any other person or entity for the sharing of compensation in connection with these Chapter 11 cases.

14. All fees and expenses incurred during the Application Period are detailed in the exhibits to this Application.

15. Due to the immediacy and complexity of legal representation for MobileAria relative to certain matters, it was necessary at times to use more than one attorney to handle difficult and complex tasks. In those instances where time has been charged by more than one attorney, it was necessary to adequately represent MobileAria and to further the proper administration of its case. Therefore, the fees relating to these tasks were justified under the circumstances. Nonetheless, DLA Piper has avoided duplication of tasks wherever possible.

16. Due to its familiarity with MobileAria's business operations and personnel, DLA Piper was able to efficiently provide services to MobileAria. The legal issues presented required a high level of skill and expertise from professionals with knowledge of corporate law, employment law, and intellectual property law. The fees sought by DLA Piper are commensurate with fees awarded to DLA Piper in other cases and the fees charged by comparable law firms. DLA Piper has assigned the work performed in this case to attorneys having the experience and specialization to perform the services required efficiently and properly. The professionals providing the services for which compensation is sought pursuant to this Application are most familiar with MobileAria's legal issues and operations.

NARRATIVE SUMMARY OF SERVICES RENDERED

17. DLA Piper's services rendered to MobileAria have been primarily rendered by its corporate law professionals, Vicky Lee and Christie Branson, among others, its employment law professional, Mary Lavigne Butler, and its insolvency professionals, Amy Wallace Potter and William H. Coleman, among others. As the detailed billing statements reflect (attached hereto as Exhibit "F"), each professional performed discrete services in this matter and they have been jointly involved in matters only where appropriate and essential to the progress of this case. The names and hourly rates of all professionals and paraprofessionals of DLA Piper who have billed time during the relevant time period are set forth in Exhibit "C."

18. DLA Piper submits that the services it has rendered on behalf of MobileAria were actual, necessary and appropriate. Further, DLA Piper believes that its services have directly contributed to the effective administration of these proceedings and the sale of MobileAria's assets for \$11.7 million.

19. The following is a general description of the primary services that DLA Piper rendered to MobileAria during the Application Period according to project billing category (as reflected by the billing summary and supporting detail attached hereto as Exhibits "C," "D" and "F"). The following is not an inclusive list but highlights DLA Piper's efforts and services.

(A) Corporate

20. MobileAria provided fleet management, efficiency and security services for mobile transportation systems, using patented hardware and software that tracks vehicles by satellite. Since 2000, DLA Piper (via its predecessor Gray Cary Ware & Freidenrich) provided general business, employment and corporate advice, as well as advice related to MobileAria's interest in domestic and international patents and other intellectual property interests. After its bankruptcy filing, MobileAria, with DLA Piper's assistance, began to search for and market its assets to potential purchasers of substantially all of MobileAria's assets.

21. During previous fee application periods, DLA Piper assisted with consummation of the \$11.7 million asset sale. The asset sale closed on July 31, 2006. During the Application Period, DLA Piper continued to assist with and advise on post-closing issues to complete the transition of MobileAria's business, including but not limited to human resource matters, COBRA matters, supplier invoices, and Wireless Matrix issues.

22. DLA Piper also completed its "long form" Retention Application as required by the Interim Fee Order and was required to prepare and submit additional disclosures, including certain disclosures under seal, in support of its Retention Application. During the Application Period, DLA Piper also prepared its first and second fee applications.

(B) Employment

23. DLA Piper advised and assisted with employment issues that arose in the context of closing and transition of MobileAria's assets, including disclosure of employee files.

24. DLA Piper submits that all of the services rendered and costs expended during the Application Period were (i) actual, appropriate and necessary under the circumstances and benefited MobileAria and its bankruptcy estate, and (ii) allowed MobileAria to be adequately represented and promoted the effective administration of its estate. DLA Piper further submits the requested compensation and reimbursement of expenses incurred for such services are reasonable.

25. DLA Piper expects to continue rendering services to MobileAria for the duration of these proceedings, though those services will be limited now that substantially all of MobileAria's assets have been sold.

26. No prior application has been made to this or any court for the relief requested in the Application. DLA Piper submitted first and second interim fee applications prior hereto, but those applications do not request payment for any of the fees or expenses contained herein.

NOTICE

27. Notice of this Application has been served according to the terms of the Interim Compensation Order. The Application with all Exhibits was served via overnight mail upon (i) the Debtors' General Counsel; (ii) the Debtors' primary bankruptcy counsel; (iii) counsel for the Creditors' Committee; (iv) counsel for the agent for the prepetition credit facility; (v) counsel for the agent for the postpetition credit facility; (vi) the U.S. Trustee; (vii) counsel for the Equity Committee, (viii) counsel for GE Plastics America and (ix) Legal Cost Control, Inc.. DLA Piper represents that no further notice is necessary.

WHEREFORE, DLA Piper, as corporate, employment and intellectual property counsel for MobileAria, respectfully requests that the Court enter an Order:

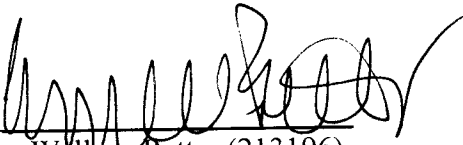
- (1) granting this Third Interim Application for Compensation and Reimbursement of Expenses;
- (2) awarding DLA Piper an allowed administrative claim for professional services rendered during the Application Period in the amount of \$25,560.50, without any hold-back;
- (3) granting DLA Piper's request for reimbursement for actual and necessary disbursements made on MobileAria's behalf during the Application Period in the amount of \$3,960.93, without any hold-back;
- (4) authorizing the immediate payment of such sums referenced in the preceding paragraphs to the extent permitted by law; and,

(5) granting such other and further relief as the Court may deem just.

Dated: East Palo Alto, California
March 29, 2007

DLA PIPER US LLP

By: /s/



Amy Wallace Potter (213196)

Christie Branson (217926)

2000 University Avenue

East Palo Alto, CA 94303

(650) 833-2000

Corporate, Employment and Intellectual
Property Counsel for Debtor MobileAria, Inc.

EXHIBIT A

DLA PIPER US LLP
2000 University Avenue
East Palo Alto, CA 94303
(650) 833-2000
Amy Wallace Potter (213196)
Christie Branson (217926)

Corporate, Employment and Intellectual Property
Counsel for Debtor MobileAria, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

CERTIFICATION

Amy Wallace Potter, on behalf of DLA Piper US LLP ("DLA Piper"), corporate, employment, and intellectual property counsel to MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation ("Delphi") and a debtor and debtor-in-possession in the above-captioned cases (collectively with Delphi and certain of its U.S. subsidiaries and affiliates, the "Debtors") hereby certifies, pursuant to General Rule M-104 Re: Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases and M-151 Re: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Cases (the "Local Guidelines") that:

1. I am the professional designated by DLA Piper with the responsibility in MobileAria's case for compliance with the Local Guidelines.
2. I have read DLA Piper's third interim application for compensation for service rendered to, and for reimbursement of expenses incurred on behalf of, MobileAria for the fourth interim period October 1, 2006 through January 31, 2007 (the "Application").

3. To the best of my knowledge, information and belief formed after reasonable inquiry, the Application complies with the Local Guidelines.

4. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines.

5. The fees and disbursements sought in the Application are billed at rates and in accordance with practices customarily employed by DLA Piper and customarily accepted by DLA Piper's clients.

6. Copies of the Application have been served upon the parties designated in the November 4, 2005 Order of the Court establishing procedures for interim compensation and reimbursement of expenses (the "Interim Fee Order"). DLA Piper has provided copies of the invoices to the Debtors' counsel and has sought payment of 80% of its fees and 100% of its costs pursuant to the Interim Fee Order.

7. To the best of my knowledge, information and belief, and with respect to any reimbursable services and disbursements for which reimbursement is sought, DLA Piper does not make a profit on such services or reimbursements.


8. All monthly statements of fees and disbursements submitted by DLA Piper pursuant to the Interim Fee Order (i) contained a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a description of the services rendered and the breakdown of the disbursements incurred and otherwise complied in all respects with the Interim Fee Order, and (ii) were provided to Notice Parties in accordance with the Interim Fee Order.

9. The Application is being served upon all Notice Parties, in accordance with the Interim Fee Order.

Dated: East Palo Alto, California
March 29, 2007

DLA PIPER US LLP

By: /s/



Amy Wallace Potter (213196)

Christie Branson (217926)

2000 University Avenue

East Palo Alto, CA 94303

(650) 833-2000

Corporate, Employment and Intellectual
Property Counsel for Debtor MobileAria, Inc.

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF
DLA PIPER LLP AS CORPORATE, EMPLOYMENT, AND INTELLECTUAL PROPERTY
COUNSEL TO DEBTOR MOBILEARIA, INC. NUNC PRO TUNC TO MAY 1, 2006

("DLA PIPER RETENTION ORDER")

Upon the application, dated October 30, 2006 (the "Application"), of MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation and a debtor and debtor-in-possession in the above-captioned cases, for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of DLA Piper LLP as corporate, employment, and intellectual property counsel to MobileAria nunc pro tunc to May 1, 2006; and upon this Court having determined that the relief requested in the Application is in the best interests of MobileAria, its estates, its creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to the Application, MobileAria's employment of DLA Piper as its corporate, employment, and intellectual property counsel is hereby approved in accordance with

11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, with approval of such employment being effective as of May 1, 2006.

3. DLA Piper shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the United States Bankruptcy Code and all applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
November 16, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT C

Summary of Hours Billed by Attorneys and Paraprofessionals
for the Period October 1, 2006 through January 31, 2007

Name	Position	Year	Rate	Hours	Total
Vicky Lee	Partner	1993	\$495.00	0.6	\$297.00
Mary L. Butler	Partner	1985	\$475.00	0.4	\$190.0
John McNicholas	Of Counsel	1993	\$550.00	0.4	\$220.00
Amy W. Potter	Associate	1998	\$475-\$540	31.8	\$15,150.50
Christie Branson	Associate	2001	\$405-465	14.5	\$5,920.50
Charlotte Fu	Paralegal		\$245.00	0.4	\$98.00
William Coleman	Paralegal		\$225.00	12.1	\$2,722.50
Donica Forensich	Law Clerk		\$260.00	3.7	\$962.00
Total				63.9	\$25,560.50

EXHIBIT D

Summary of Hours Billed by Attorneys and Paraprofessionals
for the Period October 1, 2006 through January 31, 2007

Matter	Hours	Amount
Corporate	63.5	\$25,370.50
Employment	0.4	\$190.00
Total	63.9	\$25,560.50

EXHIBIT E

Summary of Disbursements
for the Period October 1, 2006 through January 31, 2007

Disbursement	Amount
Duplicating	\$3,703.81
Mileage	\$14.00
Filing Fees	\$190.00
Courier	\$28.08
Research	\$29.04
Total	\$3,960.93

EXHIBIT F

DLA Piper US LLP
2000 University Avenue
East Palo Alto, CA 94303-2248
T 650-833-2000
F 650-833-2001
W www.dlapiper.com

PRIVILEGED AND CONFIDENTIAL

Delphi Corporation
Attn: General Counsel
5825 Delphi Drive
Troy, Michigan 48098-2815

December 19, 2006

J. Koshland
Client # 35116501
Joint ID # 14251-351165
Invoice # 1929557

*For Professional Services Through **November 30, 2006**:*

*Client: **MobileAria, Inc.***

Current Fees	\$ 22,080.50
Current Disbursements	\$ <u>3,724.14</u>
Current Fees and Disbursements	\$ <u>25,804.64</u>
 Prior Outstanding Balance	 \$ 283,319.76
Total Account Balance	\$ <u>309,124.40</u>

Please send remittance to: DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

Or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT
Law Firm Tax Identification Number: 52-0616490

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

MobileAria, Inc.
Invoice # 1929557

Page: 2
December 19, 2006

<u>Matter #</u>	<u>Matter Name</u>	<u>Current Fees</u>	<u>Current Disb.</u>	<u>Total</u>
001001	Post Bankruptcy General Corporate	21,890.50	3,724.14	25,614.64
001002	Post Bankruptcy Employment	190.00	0.00	190.00
Total Current Charges		\$22,080.50	\$3,724.14	\$25,804.64

J. Koshland
Page: 3

MobileAria, Inc.

December 19, 2006

Matter # 351165-001001
Invoice # 1929557

Matter: Post Bankruptcy General Corporate

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
10/16/06	Review and respond to correspondence from Ms. Pogue regarding miscellaneous corporate matters.	Vicky Lee	0.10	49.50
10/17/06	Conference regarding review of corporate records; review asset purchase agreement; review and respond to correspondence regarding same.	Vicky Lee	0.40	198.00
10/18/06	Follow up on execution and filing of employment application.	Amy Wallace Potter	0.50	237.50
10/20/06	Telephone conference with Ms. Pogue and Mr. Jobe regarding open matters; intra-office conferences regarding same.	Christie L. Branson	0.50	202.50
10/20/06	Conference regarding audit request.	Vicky Lee	0.10	49.50
10/23/06	Draft and transmit correspondence to Ms. Pogue regarding human resources matters; telephone conference with Mr. Conlisk regarding same.	Christie L. Branson	0.40	162.00
10/25/06	Exchange correspondence with Mr. Struden; telephone conference with Ms. Pogue regarding open audit matters; draft and transmit correspondence to Mr. Struden and Ms. Pogue regarding same.	Christie L. Branson	0.40	162.00
10/25/06	Attention to cap table.	Charlotte X Fu	0.40	98.00
10/26/06	Attention to due diligence production for Wireless Matrix.	Christie L. Branson	1.00	405.00
10/26/06	Review board minutes and provide copies to Wireless Matrix.	Donica L. Forensich	3.70	962.00
10/30/06	Draft and transmit correspondence to Ms. Pogue regarding audit by Wireless Matrix.	Christie L. Branson	0.30	121.50
10/30/06	Review filed fee application and communications with Debtor's counsel regarding fee applications.	Amy Wallace Potter	0.60	285.00

J. Koshland
Page: 4

MobileAria, Inc.

December 19, 2006

Matter # 351165-001001

Invoice # 1929557

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
10/31/06	Telephone conference with Ms. Pogue regarding open issues related to asset sale; attention to open matters.	Christie L. Branson	0.60	243.00
11/01/06	Review Delphi docket, review and print DLA retention papers for V. Roldan.	William H. Coleman	0.50	112.50
11/01/06	Draft and transmit correspondence to Ms. Pogue regarding CalCOBRA matters; intra-office conference regarding same.	Christie L. Branson	0.30	121.50
11/02/06	Attention to employment application inquiries from creditors committee.	Christie L. Branson	1.00	405.00
11/02/06	Communications with attorney Branson regarding answers to questions raised by committee counsel regarding fee application.	Amy Wallace Potter	0.50	237.50
11/05/06	Draft and transmit correspondence to Ms. Pogue regarding California statement of information.	Christie L. Branson	0.20	81.00
11/06/06	Intra-office conference regarding conflict and fee application.	Christie L. Branson	0.50	202.50
11/06/06	Further communications with committee's counsel and debtor's counsel regarding questions relating to DLA Piper's employment application.	Amy Wallace Potter	1.20	570.00
11/07/06	Further follow up on committee's questions and additional disclosures.	Amy Wallace Potter	1.90	902.50
11/08/06	Telephone conferences with Mr. Matz of Skadden Arps regarding open matters; draft and transmit correspondence to counsel for creditor committee regarding same; telephone conferences with Ernst & Young regarding audit.	Christie L. Branson	1.00	405.00
11/08/06	Conference with attorneys Mendelsohn and Nelson regarding client disclosures, conference with attorney Walsh regarding disclosures under seal.	Amy Wallace Potter	0.80	380.00
11/09/06	Attention to employment application.	Christie L. Branson	0.50	202.50
11/09/06	Prepare supplemental disclosures for John Benz, Viridian, and other client.	Amy Wallace Potter	2.30	1,092.50
11/13/06	Communications with Delphi's counsel	Amy Wallace Potter	0.30	142.50

J. Koshland
Page: 5

MobileAria, Inc.

December 19, 2006

Matter # 351165-001001

Invoice # 1929557

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	regarding supplemental disclosures.			
11/14/06	Begin preparing supplemental disclosures.	Amy Wallace Potter	0.80	380.00
11/15/06	Prepare motion and order to file confidential client disclosure under seal.	Amy Wallace Potter	2.60	1,235.00
11/16/06	Attention to retention matters.	Christie L. Branson	0.20	81.00
11/20/06	Revise disclosures per conversation with Delphi's counsel.	Amy Wallace Potter	1.30	617.50
11/21/06	Telephone conferences with Mr. Reese regarding open matters related to bankruptcy; telephone conference with Ms. Fukuda regarding same.	Christie L. Branson	0.30	121.50
11/21/06	Communications with New York counsel regarding filing application to file disclosures under seal.	Amy Wallace Potter	0.30	142.50
11/27/06	Attention to application matters.	Christie L. Branson	0.20	81.00
11/27/06	Begin preparing first and second interim fee applications.	Amy Wallace Potter	3.30	1,567.50
11/28/06	Review motion to file under seal, prepare and efile same, email A. Potter and fax to debtor's counsel et al.	William H. Coleman	1.50	337.50
11/28/06	Telephone conversation with Amy Potter. Review pleadings received.	John P. McNicholas	0.40	220.00
11/28/06	Attention to preparation of employment application (.4); analyze pleadings and exhibits regarding same (1.4); intra-office memoranda regarding preparation of application (1.2).	Christie L. Branson	3.00	1,215.00
11/28/06	Prepare first interim fee application and all exhibits (4.3) and notice of same (.4); prepare second interim fee application and all exhibits (4.3) and notice of same (.4).	Amy Wallace Potter	9.40	4,465.00
11/29/06	Attend to motion to file under seal, draft and forward letter to court enclosing motion and order.	William H. Coleman	1.30	292.50
11/29/06	Attention to matters related to supplier invoices allocated to purchaser of MobileAria's assets (.4); draft and transmit correspondence to working group regarding same (1.2); attention	Christie L. Branson	1.80	729.00

J. Koshland
Page: 6

MobileAria, Inc.

December 19, 2006

Matter # 351165-001001
Invoice # 1929557

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	to employment application (.3); intra-office conferences regarding same (.3).			
11/29/06	Finalize and file first interim fee application and notice (2.5); finalize and file second interim fee application (2.5).	Amy Wallace Potter	5.00	2,375.00
Total Fees			51.40	\$21,890.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Vicky Lee	Partner	0.60	495.00	297.00
John P. McNicholas	Of Counsel	0.40	550.00	220.00
Amy Wallace Potter	Associate	30.80	475.00	14,630.00
Christie L. Branson	Associate	12.20	405.00	4,941.00
Charlotte X Fu	Paralegal	0.40	245.00	98.00
William H. Coleman	Paralegal	3.30	225.00	742.50
Donica L. Forensich	Law Clerk	3.70	260.00	962.00
Totals		51.40		21,890.50

Disbursements:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Duplicating	2,534.40
10/23/06	Off-site Duplicating - VENDOR: LEGENDS DOCUMENT SOLUTIONS COPYING AND CD CREATION- 09/21/06	1,165.66
11/29/06	Delivery Services -VENDOR: UNITED PARCEL SERVICE * FROM: Gail Silva TO: Clerk of the Court//United States Bankruptcy Co//One Bowling Green//NEW YORK//NY	24.08

J. Koshland
Page: 7

MobileAria, Inc.

December 19, 2006

Matter # 351165-001001
Invoice # 1929557

Total Disbursements	<u>\$3,724.14</u>
----------------------------	--------------------------

Total Current Charges	<u>\$ 25,614.64</u>
------------------------------	----------------------------

J. Koshland
Page: 8

MobileAria, Inc.

December 19, 2006

Matter # 351165-001002
Invoice # 1929557

Matter: Post Bankruptcy Employment

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
10/12/06	Respond to electronic communication regarding disclosure of employee files.	Mary A. Lavigne-Butler	0.20	95.00
10/20/06	Review and respond to electronic correspondence regarding disclosure of employee personnel files and records.	Mary A. Lavigne-Butler	0.20	95.00
Total Fees			0.40	\$190.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary A. Lavigne-Butler	Partner	0.40	475.00	190.00
Totals		0.40		190.00

Total Current Charges \$ 190.00

MobileAria, Inc.

Page 9

Client # 35116501

Invoice # 1929557

December 19, 2006

Timekeeper Summary - All Matters

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Vicky Lee	Partner	0.60	495.00	297.00
Mary A. Lavigne-Butler	Partner	0.40	475.00	190.00
John P. McNicholas	Of Counsel	0.40	550.00	220.00
Amy Wallace Potter	Associate	30.80	475.00	14,630.00
Christie L. Branson	Associate	12.20	405.00	4,941.00
Charlotte X Fu	Paralegal	0.40	245.00	98.00
William H. Coleman	Paralegal	3.30	225.00	742.50
Donica L. Forensich	Law Clerk	3.70	260.00	962.00
	Totals	51.80		22,080.50

MobileAria, Inc.

Client # 35116501
Joint ID # 14251-351165
Invoice # 1929557

J. Koshland

December 19, 2006

REMITTANCE ADVICE

Current Fees	\$ 22,080.50
Current Disbursements	\$ 3,724.14
Current Fees and Disbursements	\$ 25,804.64
Total This Invoice	\$ 25,804.64

Outstanding Invoice Summary

<u>Date</u>	<u>Invoice</u>	<u>Amount</u>	<u>Payments/Adjustments</u>	<u>Balance</u>
11/29/06	1915605	\$1,299.50	\$0.00	\$1,299.50
11/29/06	1915611	\$68,409.95	\$0.00	\$68,409.95
11/29/06	1915633	\$90,627.23	\$0.00	\$90,627.23
11/29/06	1915641	\$111,950.80	\$0.00	\$111,950.80
11/29/06	1915642	\$20,995.64	\$0.00	\$20,995.64
11/29/06	1915644	\$2,151.14	\$0.00	\$2,151.14
Prior Outstanding Balance				\$ 283,319.76

***INVOICE IS DUE AND PAYABLE UPON RECEIPT
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE***

Please send remittance to: DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT
Law Firm Tax Identification Number: 52-0616490

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

MobileAria, Inc.

Client # 35116501

J. Koshland

Joint ID # 14251-351165

Invoice # 1929557

December 19, 2006

Total Account Balance

\$ 309,124.40

***INVOICE IS DUE AND PAYABLE UPON RECEIPT
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE***

Please send remittance to:

DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

or wire remittance to:

M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

Law Firm Tax Identification Number:

52-0616490

DLA Piper US LLP
2000 University Avenue
East Palo Alto, CA 94303-2248
T 650-833-2000
F 650-833-2001
W www.dlapiper.com

PRIVILEGED AND CONFIDENTIAL

Ronald E. Jobe
Delphi Electronics and Safety
One Corporation Center
M/S: CT-12A
P.O. Box 9005
Kokomo IN 46904-9005

January 31, 2007

J. Koshland
Client # 35116501
Joint ID # 14251-35116501
Invoice # 1944019

*For Professional Services Through **December 31, 2006**:*

*Client: **MobileAria, Inc.***

Current Fees	\$ 2,730.00
Current Disbursements	\$ <u>78.75</u>
Current Fees and Disbursements	\$ <u>2,808.75</u>
 Prior Outstanding Balance	 \$ 58,656.35
Total Account Balance	\$ <u>61,465.10</u>

Please send remittance to: DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

Or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT

Law Firm Tax Identification Number: 52-0616490

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

MobileAria, Inc.
Invoice # 1944019

Page: 2
January 31, 2007

<u>Matter #</u>	<u>Matter Name</u>	<u>Current Fees</u>	<u>Current Disb.</u>	<u>Total</u>
001001	Post Bankruptcy General Corporate	2,730.00	78.75	2,808.75
Total Current Charges		\$2,730.00	\$78.75	\$2,808.75

J. Koshland
Page: 3

MobileAria, Inc.

January 31, 2007

Matter # 351165-001001
Invoice # 1944019

Matter: Post Bankruptcy General Corporate

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
12/04/06	Follow up on payment of invoices and inquiries regarding motion to file disclosure under seal.	Amy Wallace Potter	0.30	142.50
12/05/06	Attention to fee application matters; telephone conference with Ms. Pogue regarding fee application and company status; exchange correspondence with Ms. Fukuda regarding exparte motion filed by DLA. Telephone conference with Ernst & Young regarding audit by Wireless Matrix. (.2).	Christie L. Branson	1.30	526.50
12/07/06	Telephone conversation with Chambers re motion to file under seal, prepare additional order, diskette and Chambers copy of motion, draft and forward letter to Chambers enclosing same. Advise J. McNicholas of same.	William H. Coleman	2.00	450.00
12/12/06	Attend to service copies of sealing order and affidavit, arrange service tomorrow, draft letter to served parties.	William H. Coleman	2.00	450.00
12/12/06	Review file and review EDGAR re whether Delphi is public, advise V. Roldan.	William H. Coleman	0.50	112.50
12/14/06	Finalize package with sealing order and affidavit, arrange delivery to Court for filing under seal.	William H. Coleman	2.30	517.50
12/18/06	Review docket re under-seal filing of Koshland affidavit, forward notice of same to A. Potter and J. McNicholas.	William H. Coleman	0.50	112.50
12/19/06	Attention to employment application.	Christie L. Branson	0.20	81.00
12/21/06	Draft and efile affidavit of service of Koshland Affidavit and Sealing Order.	William H. Coleman	1.50	337.50
Total Fees			10.60	\$2,730.00

J. Koshland
Page: 4

MobileAria, Inc.

January 31, 2007

Matter # 351165-001001

Invoice # 1944019

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Wallace Potter	Associate	0.30	475.00	142.50
Christie L. Branson	Associate	1.50	405.00	607.50
William H. Coleman	Paralegal	8.80	225.00	1,980.00
	Totals	10.60		2,730.00

Disbursements:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Duplicating	3.75
12/28/06	Court Filings	75.00
Total Disbursements		\$78.75

Total Current Charges \$ 2,808.75

MobileAria, Inc.

Page 5

Client # 35116501

Invoice # 1944019

January 31, 2007

Timekeeper Summary - All Matters

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Wallace Potter	Associate	0.30	475.00	142.50
Christie L. Branson	Associate	1.50	405.00	607.50
William H. Coleman	Paralegal	8.80	225.00	1,980.00
	Totals	10.60		2,730.00

MobileAria, Inc.

Client # 35116501
Joint ID # 14251-35116501
Invoice # 1944019

J. Koshland

January 31, 2007

REMITTANCE ADVICE

Current Fees	\$ 2,730.00
Current Disbursements	\$ 78.75
Current Fees and Disbursements	\$ 2,808.75
Total This Invoice	\$ <u>2,808.75</u>

Outstanding Invoice Summary

<u>Date</u>	<u>Invoice</u>	<u>Amount</u>	<u>Payments/Adjustments</u>	<u>Balance</u>
11/29/06	1915605	\$1,299.50	\$1,039.60	\$259.90
11/29/06	1915611	\$68,409.95	\$54,796.90	\$13,613.05
11/29/06	1915633	\$90,627.23	\$72,781.63	\$17,845.60
11/29/06	1915641	\$111,950.80	\$93,480.90	\$18,469.90
11/29/06	1915642	\$20,995.64	\$17,338.54	\$3,657.10
11/29/06	1915644	\$2,151.14	\$1,756.44	\$394.70
12/19/06	1929557	\$25,804.64	\$21,388.54	\$4,416.10

Prior Outstanding Balance **\$ 58,656.35**

***INVOICE IS DUE AND PAYABLE UPON RECEIPT
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE***

Please send remittance to: DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT
Law Firm Tax Identification Number: 52-0616490

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

MobileAria, Inc.

Client # 35116501

J. Koshland

Joint ID # 14251-35116501

Invoice # 1944019

January 31, 2007

Total Account Balance

\$ 61,465.10

***INVOICE IS DUE AND PAYABLE UPON RECEIPT
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE***

Please send remittance to:

DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

or wire remittance to:

M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

Law Firm Tax Identification Number:

52-0616490

DLA Piper US LLP
2000 University Avenue
East Palo Alto, CA 94303-2248
T 650-833-2000
F 650-833-2001
W www.dlapiper.com

PRIVILEGED AND CONFIDENTIAL

Ronald E. Jobe
Delphi Electronics and Safety
One Corporation Center
M/S: CT-12A
P.O. Box 9005
Kokomo IN 46904-9005

March 29, 2007

J. Koshland
Client # 35116501
Joint ID # 14251-35116501
Invoice # 1970054

*For Professional Services Through **February 28, 2007**:*

*Client: **MobileAria, Inc.***

Current Fees	\$	750.00
Current Disbursements	\$	<u>158.04</u>
Current Fees and Disbursements	\$	<u>908.04</u>
 Prior Outstanding Balance	\$	59,202.35
Total Account Balance	\$	<u>60,110.39</u>

Please send remittance to: DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

Or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT

Law Firm Tax Identification Number: 52-0616490

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

MobileAria, Inc.
Invoice # 1970054

Page: 2
March 29, 2007

<u>Matter #</u>	<u>Matter Name</u>	<u>Current Fees</u>	<u>Current Disb.</u>	<u>Total</u>
001001	Post Bankruptcy General Corporate	750.00	158.04	908.04
Total Current Charges		\$750.00	\$158.04	\$908.04

J. Koshland
Page: 3

MobileAria, Inc.

March 29, 2007

Matter # 351165-001001

Invoice # 1970054

*Matter: Post Bankruptcy General Corporate
(Electronic Billing)*

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
01/02/07	Attention to open matters regarding employment application; prepare memoranda regarding same.	Branson, Christie L.	0.50	232.50
01/10/07	Attention to matters regarding application for employment.	Branson, Christie L.	0.30	139.50
01/25/07	Communications with Debtor's counsel and fee review professionals regarding review of fee applications.	Wallace Potter, Amy	0.50	270.00
02/15/07	Review docket regarding Feb. 15 fee application hearing, follow up with fee committee and debtor regarding same.	Wallace Potter, Amy	0.20	108.00
Total Fees			1.50	\$750.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Wallace Potter, Amy	Associate	0.70	540.00	378.00
Branson, Christie L.	Associate	0.80	465.00	372.00
Totals		1.50		750.00

J. Koshland
Page: 4

MobileAria, Inc.

March 29, 2007

Matter # 351165-001001

Invoice # 1970054

Disbursements:

01/22/07	FILE ORDER AUTHORIZING DLA PIPER TO FILE SUPPLEMENTAL AFFIDAVIT RE: DELPHI CORP.	115.00
01/24/07	On-Line Researching - VENDOR: PACER SERVICE CENTER PACER CHARGES - 1/8/07	29.04
01/31/07	Mileage Allowance/Parking - VENDOR: CHRISTIE BRANSON PARKING FOR CLEVERSAFE BOARD MEETING ON 1-19-07	14.00

Total Disbursements **\$158.04**

Total Current Charges **\$ 908.04**

MobileAria, Inc.

Page 5

Client # 35116501

Invoice # 1970054

March 29, 2007

Timekeeper Summary - All Matters

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Wallace Potter	Associate	0.70	540.00	378.00
Christie L. Branson	Associate	0.80	465.00	372.00
	Totals	1.50		750.00

MobileAria, Inc.

Client # 35116501
Joint ID # 14251-35116501
Invoice # 1970054

J. Koshland

March 29, 2007

REMITTANCE ADVICE

Current Fees	\$ 750.00
Current Disbursements	\$ 158.04
Current Fees and Disbursements	\$ 908.04
Total This Invoice	\$ 908.04

Outstanding Invoice Summary

<u>Date</u>	<u>Invoice</u>	<u>Amount</u>	<u>Payments/Adjustments</u>	<u>Balance</u>
11/29/06	1915605	\$1,299.50	\$1,039.60	\$259.90
11/29/06	1915611	\$68,409.95	\$54,796.90	\$13,613.05
11/29/06	1915633	\$90,627.23	\$72,781.63	\$17,845.60
11/29/06	1915641	\$111,950.80	\$93,480.90	\$18,469.90
11/29/06	1915642	\$20,995.64	\$17,338.54	\$3,657.10
11/29/06	1915644	\$2,151.14	\$1,756.44	\$394.70
12/19/06	1929557	\$25,804.64	\$21,388.54	\$4,416.10
01/31/07	1944019	\$2,808.75	\$2,262.75	\$546.00

Prior Outstanding Balance

\$ 59,202.35

**INVOICE IS DUE AND PAYABLE UPON RECEIPT
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE**

Please send remittance to: DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

Law Firm Tax Identification Number: 52-0616490

MobileAria, Inc.

Client # 35116501

J. Koshland

Joint ID # 14251-35116501

Invoice # 1970054

March 29, 2007

Total Account Balance

\$ 60,110.39

***INVOICE IS DUE AND PAYABLE UPON RECEIPT
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE***

Please send remittance to:

DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

or wire remittance to:

M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

Law Firm Tax Identification Number:

52-0616490